

**Exhibit B**

**Affidavit of Rust Consulting, Inc.**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
W. R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (JJF)  
)  
Debtors. ) (Jointly Administered)

**AFFIDAVIT OF JEFFREY D. DAHL IN SUPPORT OF THE DEBTORS'  
APPLICATION FOR THE ENTRY OF AN ORDER APPROVING AND  
AUTHORIZING THE RETENTION OF RUST CONSULTING,  
INC. TO ACT AS THE OFFICIAL CLAIMS HANDLING AGENT**

STATE OF MINNESOTA §  
§  
COUNTY OF RICE §

I, Jeffrey D. Dahl, being duly sworn, depose and say:

1. My name is Jeffrey D. Dahl. I am of the age of majority, of sound mind, capable of making and duly authorized to make this affidavit (the "Affidavit"), and have personal knowledge of the facts stated herein, which are true and correct.

2. I am the Senior Vice President of Rust Consulting, Inc. ("Rust") and have over seven years of experience in the area of bankruptcy and class action claims notification, processing and

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

management. I submit this Affidavit in support of the Application (the "Application") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order authorizing the employment and retention of Rust as claims handling agent in these chapter 11 cases (collectively, the "Chapter 11 Cases"), pursuant to the terms and conditions set forth in the agreement attached to the Application as Exhibit C (the "Claims Services Agreement").

3. Rust specializes in class action and bankruptcy claims administration. Rust has provided claims administration services for cases containing up to seven million class members in cases involving securities, product liability, fraud, property, employment, and discrimination. Rust regularly provides large-scale notification, claim form request processing, and claims administration services.

4. As Senior Vice President, I have supervised the performance of notification and claims administration services in more than 125 class action and bankruptcy cases including: In re Celotex Corp., Case No. 90-10016-8BI (M.D. Fla Tampa Div. 1996), asbestos mass tort; Cox v. Shell Oil, Co., No. 18, 844 (Tenn. Ch. Obion Co. June 13, 1995), Polybutane pipe settlement; Ridgeway v. Denny's Inc., No. C93 20202 JW (PVT), race discrimination; Stender v. Lucky Stores, Inc., No. 88-1467 (N.D. Cal. Oct. 10, 1989), sex discrimination; Forbush v. J. C. Penney Co., Nos. 3:90-2719-X, 3:92-0109-X (N.D. Tex.), pension fund settlement; Garza v. Sporting Goods Properties, Inc., No. SA 93-CA-1082 (W.D. Tex.), Remington shotgun settlement; and a variety of other cases and settlements.

5. In accordance with such matters, the compensation arrangement provided for in the Claims Services Agreement is consistent with and typical of arrangements entered into by Rust and other such firms with respect to rendering similar services for clients such as the Debtors.

6. The Debtors will pay Rust's fees and expenses upon the submission of monthly invoices by Rust summarizing, in reasonable detail, the services for which compensation is sought.

7. To the best of my knowledge and belief, neither I nor Rust holds or represents any interest adverse to the Debtors' estates and Rust will not represent any other entity in connection with the Chapter 11 Cases.

8. Based on the information available to me, I believe that Rust is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and holds no interest adverse to the Debtors and their estates for the matters for which Rust is to be employed.

9. I am not related or connected to and, to the best of my knowledge, no other professional of Rust is related or connected to any United States Bankruptcy Judge or District Judge for the District of Delaware or the United States Trustee for the District of Delaware or to any employee in the offices thereof.

10. To the best of my knowledge and belief, and except as described herein, neither I nor Rust nor any officer or director of Rust has any connection or relationship with the Debtors, their creditors, or any other parties-in-interest in these Chapter 11 Cases (or their attorneys or accountants) that would conflict with the scope of Rust's retention or would create any interest adverse to the Debtors' estates or any other party-in-interest. Rust has and will continue to represent clients in matters unrelated to these Chapter 11 Cases and has had and will continue to have relationships in the ordinary course of its business with certain professionals in connection with matters unrelated to these Chapter 11 Cases.

11. There is no agreement or understanding between Rust and any other person or entity for sharing compensation received or to be received for services rendered by Rust in connection with these Chapter 11 Cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated this 17<sup>th</sup> day of September, 2001

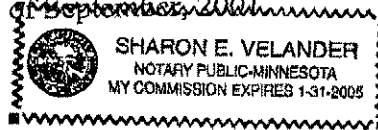
Jeffrey D. Dahl  
Jeffrey D. Dahl

State of Minnesota  
County of Rice

Sworn to and subscribed before me this 17 day of September, 2001

Sharon E. Velander

Notary Public



My Commission Expires: 12/31/05